

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: BERRY RESOURCES, INC., ITS
OFFICERS AND DIRECTORS, AGENTS, EMPLOYEES,
AFFILIATES, SUCCESSORS AND ASSIGNS AND RALPH
BERRY INDIVIDUALLY

FILE NO. 1000419

ORDER TO VACATE

TO RESPONDENTS:

Berry Resources, Inc.
1106 Lovers Lane, Suite A-18
Bowling Green, Kentucky 42103

Ralph Berry, President
Berry Resources, Inc.
1106 Lovers Lane, Suite A-18
Bowling Green, Kentucky 42103

c/o Hunter Durham
Durham & Zornes
Attorneys and Counselors at Law
130 Public Square
P.O. Box 100
Columbia, KY 42728-0100

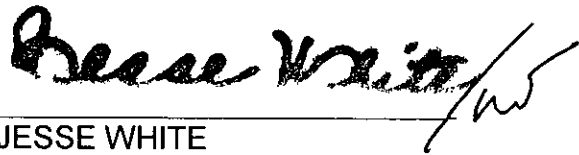
WHEREAS, the Securities Department has entered a Temporary Order of Prohibition on
March 29th, 2011;

WHEREAS, It has come to the attention of the Department that the Respondents have a Reg D filing for Berry Prospect #16. The pertinent Rule is 130.293 (p. 37 of Rules, the filing is good for a year). The filing of 11-3-2006 covers the sale of 10-6-2006, the Sale enumerated in the Temporary Order of Prohibition;

IT IS HEREBY ORDERED:

That the Temporary Order of Prohibition entered on March 29th, 2011 in this matter is VACATED.

Dated: This 8th day of September, 2011.

A handwritten signature in black ink, appearing to read "Jesse White", with a stylized flourish extending from the end.

JESSE WHITE
Secretary of State
State of Illinois